

Corporate Relations Department
BSE Limited
1st Floor, New Trading Wing
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001

The Market Operations Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Date: 28th May, 2019

Dear Madam/ Sir,

Ref: Peninsula Land Limited

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2019.

Scrip Code: NSE: PENINLAND
BSE: 503031

In compliance with the Circular No. CIR/CFD/CMD1/27/2019 issued by the Securities and Exchange Board of India dated 8th February, 2019, we are enclosing herewith the Annual Secretarial Compliance report issued to the Company by M/s Dhruvil M. Shah & Co., Practicing Company Secretary, for the Financial Year ended 31st March, 2019.

Please take the above on record.

Thanking you

Yours Sincerely,
For Peninsula Land Limited




Rajashekhar Reddy
Company Secretary

Encl.: a/a

PENINSULA LAND LIMITED

1, Peninsula Spenta,
Mathuradas Mills,
Senapati Bapat Marg,
Lower Parel, Mumbai 400 013.
India.

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Email : info@peninsula.co.in
URL : www.peninsula.co.in
CIN NO. L17120MH1871PLC000005



**SECRETARIAL COMPLIANCE REPORT
OF**

PENINSULA LAND LIMITED

(For the year ended 31st March, 2019)

To,
Board of Directors
Peninsula Land Limited
Peninsula Spenta, Mathuradas Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai- 400013.

I, **Dhrumil M Shah** have examined:

- (a) all the documents and records made available to us and explanation provided by **Peninsula Land Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable to the Company under review period.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **Not Applicable to the Company under review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable to the Company under review period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company under review period.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable to the Company under review period.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
<i>Not applicable</i>			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.



- (c) The following are the details of actions taken against the listed entity/ its promoters/directors/material subsidiary either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. warning, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
<i>Not applicable</i>				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity.
<i>Not applicable</i>				

Place: Mumbai

Date: 24th May, 2019



For Dhrumil M Shah & Co.

[Handwritten signature]

Dhrumil M Shah

Practicing Company Secretary

FCS No. 8021& C.P. No. 8978